EARTH'S MIGHTIEST HEROES
THE AVENGERS
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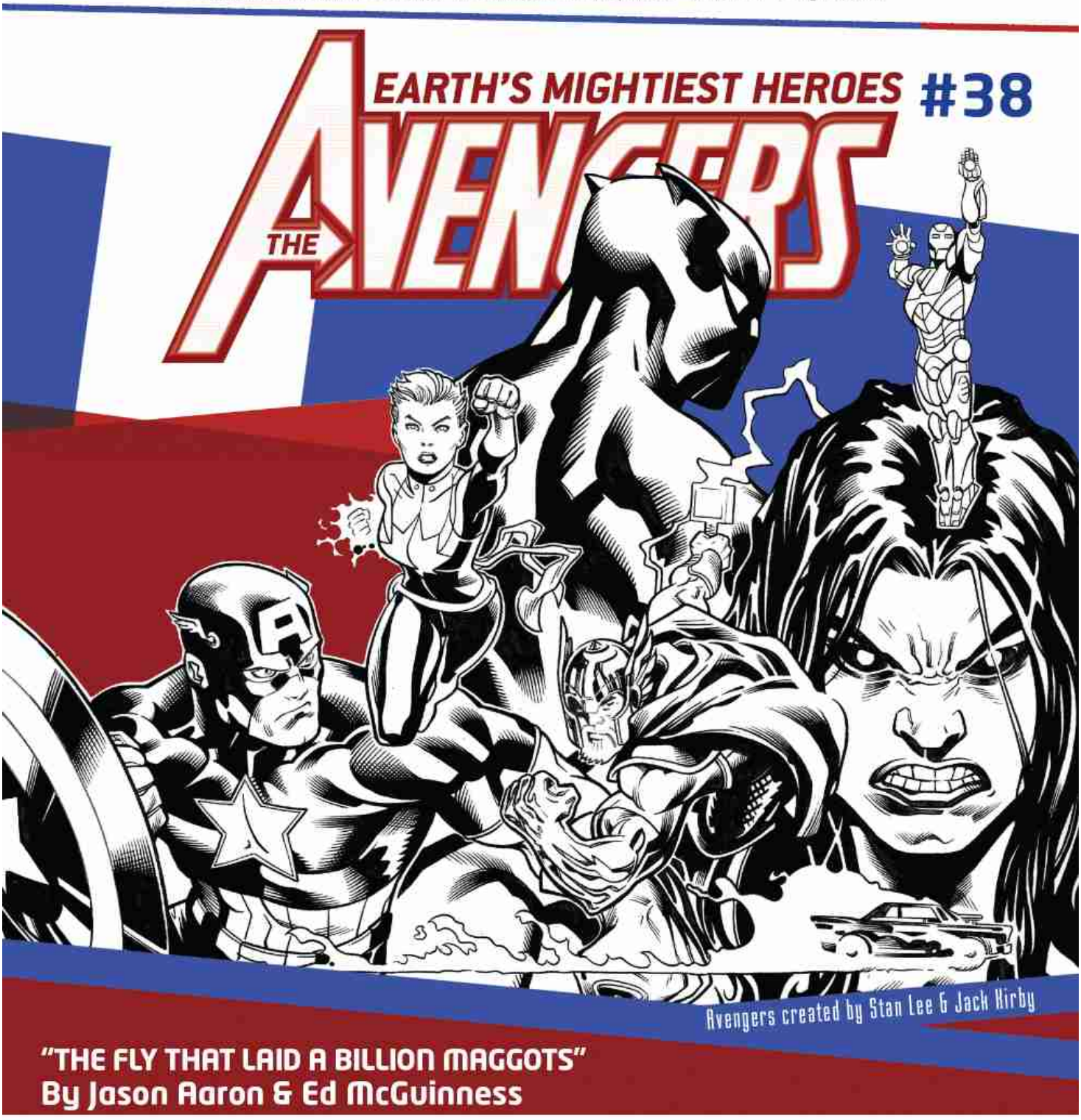
38
LGY#738

And there came a day, a day unlike any other, when Earth's mightiest heroes found themselves united against a common threat. On that day, the Avengers were born. To fight the foes no single super hero could withstand.

After the Egyptian moon god Khonshu had a terrifying vision of a future ruled by Mephisto, his avatar Moon Knight set out to prevent it from occurring--at all costs. Moon Knight attacked his former comrades, the Avengers, stealing their powers and weaponry and using them to slay Mephisto and reshape the world with Khonshu as its ruler. But Moon Knight summoned the fiery cosmic force known as the Phoenix and, allying once more with the Avengers, used his new power to betray Khonshu and free the world. The Phoenix Force departed in search of a new host, while Moon Knight remained convinced that the threat of Mephisto is never truly over...



"THE FLY THAT LAID A BILLION MAGGOTS"

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A FEW CENTURIES AGO.
SOMEWHERE IN THE KANSAS TERRITORY.
LIKE MANY STORIES, THIS ONE BEGINS... WITH A MAN AT A CROSSROADS.
PLEASE... WE'RE DYIN'.
WE COME ALL THIS WAY... FOR A NEW START. BUT NOW WE'RE STRANDED, STARVIN'.
CAN'T EVEN EAT THE MULE. WAS SOMEHOW PLUMB FULL OF MAGGOTS SOON AS IT FELL OVER.
WE'S ALL GOING TO DIE OUT HERE. IN THE MIDDLE OF...A BUNCHA GRASS AND SNOW AND NOTHIN'. IT CAN'T END LIKE THIS.
PLEASE... SOMEONE, ANYONE...HEAR MY PRAYER.
I'LL DO ANYTHING FOR MY FAMILY TO SURVIVE THIS. TO THRIVE. ANYTHING AT ALL.
"ANYTHING," YOU SAY?

YOU'VE GOT A DEAL.
LIKE ANY DEAL MADE WITH A DESPERATE MAN AT A LONESOME CROSSROADS, THIS ONE REQUIRED A BIT OF COLLATERAL.
PA? DID YOU FIND US FOOD?
PA?
AMBROSE RANDOLPH WINTHROP ATE WELL THAT NIGHT.
AND WOULD LIVE TO SEE HIS FAMILY GROW STRONG.
JUST NOT THIS FAMILY.
AAAAARRRRGGGH!!!
WELCOME TO THE FOLD, LITTLE MAGGOT.

NOW.
NEW YORK CITY.
LIKE MANY STORIES, THIS ONE ENDS...WITH A MAN AT A CROSSROADS.
JUST SO YOU KNOW, IF IT WERE UP TO MOST OF MY TEAMMATES...
...YOU'D BE HAVING THIS CONVERSATION FROM BEHIND BARS IN A WAKANDAN PRISON.
IF THAT'S THE WAY YOU WANNA GO, PANTHER, YOU SHOULD'VE BROUGHT THOR.
HE WAS BUSY. THROWING YOUR GOD IN THE DUNGEONS OF ASGARD.
WELL, IF CAPTAIN AMERICA WANTS TO SIT BY THE PHONE, WAITING FOR MY APOLOGY, I SURE HOPE HE'S GOT A COMFORTABLE CHAIR.
MY ONLY REGRET IS THAT KHONSHU WILL ALWAYS BE KHONSHU. BUT I HAD THE RIGHT IDEA. AND YOU DAMN WELL KNOW IT, T'CHALLA.
YOU WEAKENED US, MOON KNIGHT-- AT A TIME WHEN WE CAN LEAST AFFORD IT. WHEN THE WORLD IS RIDDLED WITH POWDER KEGS.
NAMOR, THE VAMPIRES, RUSSIA? THEY'RE ALL FIRECRACKERS COMPARED TO THE THERMONUCLEAR BOMB... THAT IS MEPHISTO.
WHAT'S YOUR PLAN TO STOP HIM?
HE'S DEAD. YOU KILLED HIM.
YOU AND I BOTH KNOW THAT WON'T BE ENOUGH.
YOU'RE RIGHT. I DID HAVE SOMETHING ELSE IN MIND.
HOW WOULD YOU LIKE TO BE AN AVENGER?

YOUR EFFORTS TO BRING ABOUT THE AGE OF KHONSHU MAY HAVE BEEN *MISGUIDED*, BUT I RESPECT YOUR PASSION AND COMMITMENT. NOT TO MENTION YOUR ABILITY TO SINGLE-HANDEDLY DEFEAT MY ENTIRE TEAM.
JOIN US. REPAIR THE DAMAGE YOU'VE DONE...BY MAKING US STRONGER.
AND WHATEVER MEPHISTO IS PLANNING, WE'LL STOP HIM *TOGETHER*.
HELL *NO*, WE WON'T.
I TRIED TO STOP HIM. I PUT MY BLOOD IN THE DIRT AND MY SOUL ON THE LINE. AND YOU CHOSE TO COME DOWN FROM YOUR FANCY MOUNTAIN TO STAND IN MY WAY.
SO I'M GOING BACK WHERE I BELONG, TO KEEP SAVING MY CRAPPY LITTLE CORNER OF THE WORLD THE ONLY WAY I KNOW HOW.
WITH MY OWN TWO KHONSHU-DAMNED *FISTS*.
YOU WANT MEPHISTO? HE'S ALL YOURS, PANTHER.
LET'S HOPE YOU'RE BETTER AT STOPPING HIM THAN YOU WERE ME.
NOT EVERY DEAL GETS MADE AT THE CROSSROADS.
IT DOESN'T MEAN YOU WERE WRONG TO MAKE THE OFFER.
SOME MEN JUST NEED A BIT LONGER TO BROOD AND RUMINATE BEFORE THEY CAN ACCEPT...

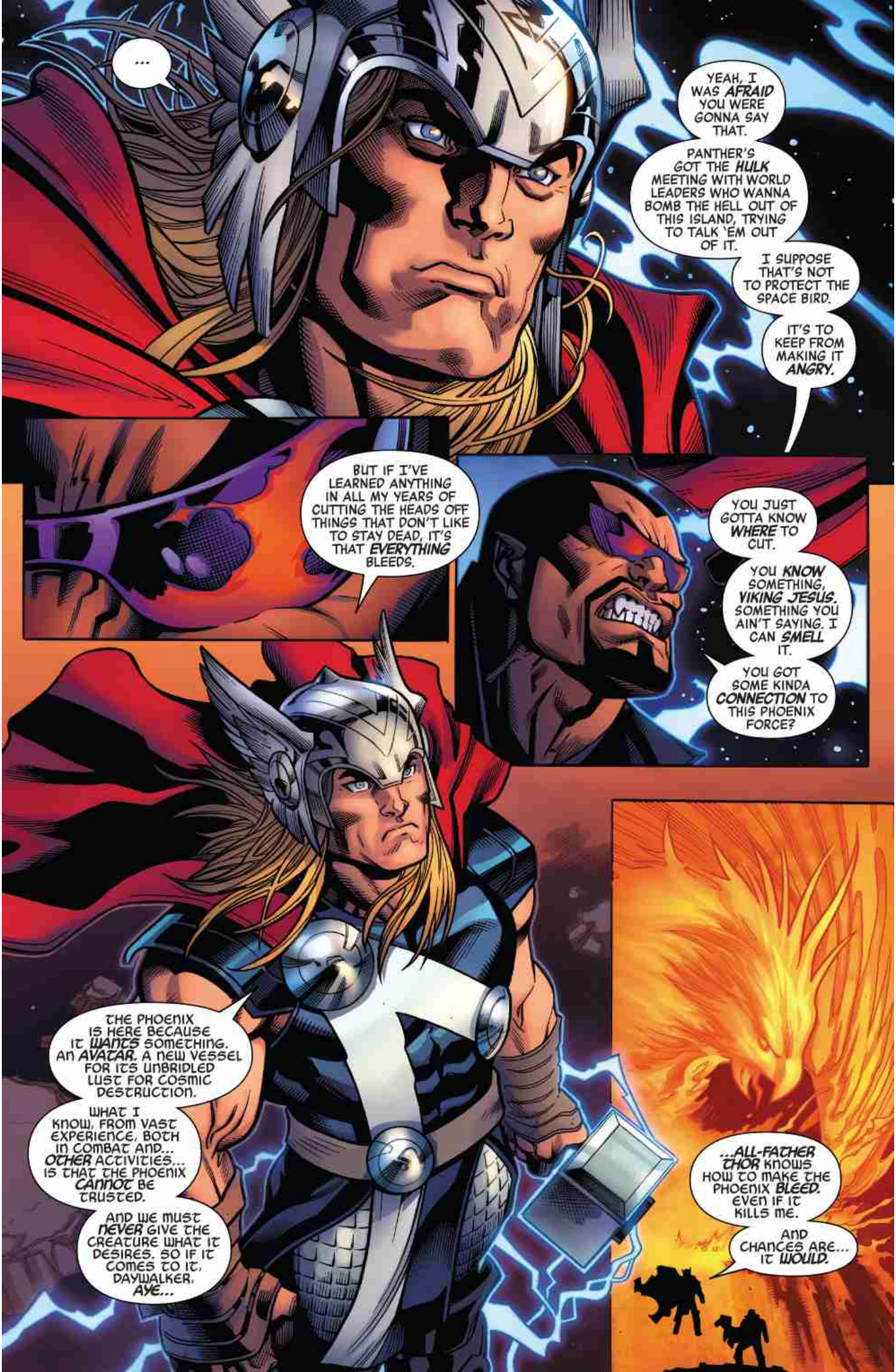
...HOW DESPERATE THEY TRULY ARE.
AVENGERS MOUNTAIN.
#@$%!
#@$%! #@$%! #@$%!
TONY. IS THAT REALLY HELPING?
IT'S HELPING ME!
HUNDREDS OF THOUSANDS OF WORDS IN THE ENGLISH LANGUAGE, BUT NOTHING ELSE SO COMPLETELY ENCAPSULATES HOW I'M FEELING WHEN I LOOK AT THIS #@$% RIGHT HERE!
YEAH, SUPPOSE I GOTTA AGREE WITH IRON MAN HERE, CAP. I MEAN...#@$%.
I DON'T DISAGREE. I JUST WANT TO KNOW...WHAT DOES THIS MEAN?
IT MEANS WE'RE ALL #@$%, CAPTAIN AMERICA.

THE WHOLE WORLD.
EVERY WORLD.
THESE ALTERNATE-REALITY MEPHISTOS THAT WERE TRYING TO ASSASSINATE KHONSHU...THEY MEAN IT'S ALREADY STARTED.
WE'RE LOOKING AT AN ARMY OF HELL-SPAWNED INSURGENTS IN A PANDIMENSIONAL WAR WE DIDN'T EVEN KNOW WAS BEING WAGED.
ONE WE'RE ALREADY LOSING.
AND IT'LL ONLY GET WORSE. THE MEPHISTOS WANT TO NAPALM WHOLE REALITIES. THEY WANT THE STARS POSSESSED BY DEVILS.
I'VE SEEN IT. THEY'RE NOT JUST ATTACKING US HERE. THE WHOLE TIMELINE IS INFESTED WITH MAGGOTS. HIS MAGGOTS.
SOMETIMES... I FEEL LIKE THEY'RE... THEY'RE FEEDING JUST UNDERNEATH MY SKIN.
I'M OFFICIALLY WORRIED ABOUT YOU, TONY STARK.
YOU SHOULD BE, CAROL. YOU SHOULD BE WORRIED ABOUT EVERY VERSION OF ME THAT HAS EVER EXISTED. AND OF YOU TOO. OF ALL OF US.
SO WE'RE TALKING ABOUT TIME TRAVEL AND ALTERNATE UNIVERSES AND A SELF-PROCLAIMED DEVIL WHO'S BEEN PLOTTING SOMETHING GOING BACK TO THE STONE AGE.
NO. SINCE LONGER THAN THAT, I THINK.
THEN WHAT IS IT THAT MEPHISTO WANTS?
WHAT DOES THE DEVIL EVER WANT, STEVE?
"FLECTERE SI NEQUEO SUPEROS, ACHERONTA MOVEBO." "IF I CAN'T BEND THE HEAVENS..."

"...THEN I'LL RAISE SOME HELL."
AMBROSE RANDOLPH WINTHROP SURVIVED HIS CROSSROADS.
HE TRAVELED WEST ALONE, FOUND NEW WIVES, SIRED MANY NEW CHILDREN, FORGED MORE SUCCESS THAN HE'D EVER IMAGINED.
HE DIED A GARISHLY WEALTHY MAN.
BUT WITH A DEBT NO EARTHLY WEALTH COULD EVER REPAY.
EVENING, MY DEAR WIDOW WINTHROP.
OH LORD. YOU'RE HIM. FROM THE CROSSROADS. AMBROSE ALWAYS SAID YOU'D COME. WHAT... MY GOD, WHAT ARE YOU GOING TO DO WITH HIS REMAINS?
HIS REMAINS? OH NO, THOSE MEAN NOTHING TO ME, MY DEAR. I ALREADY HAVE ALL I DESIRE OF THE LATE MR. WINTHROP.
BUT HIS DEBT REMAINS UNPAID. SO FROM YOU, MA'AM, WHAT I'LL NEED THIS DAY IS BUT A TOKEN. A REMINDER, THAT DEAR DEPARTED AMBROSE'S DEBT IS NOW HIS FAMILY'S DEBT.
I'LL SETTLE FOR A FINGER, WIDOW WINTHROP. FROM EACH OF YOUR CHILDREN. IF YOU PLEASE.
THE VISITOR WOULD RETURN MANY TIMES OVER THE YEARS. OVER THE DECADES AND CENTURIES, FOR MORE TOKENS. FOR OCCASIONAL FAVORS.
AND THE WINTHROPS ALWAYS PAID.
IN FLESH. IN DARK DEEDS IN THE NIGHT. IN THE FIRSTBORN CHILDREN OF EACH GENERATION.
AND NEVER DID THE WINTHROPS HUNGER. NEVER WERE THEY COLD. FOR YEAR AFTER YEAR THEY THRIVED.
AND ALL IT COST THEM WERE A FEW FINGERS AND INFANTS.
A FINE DEAL, BY ANY MEASURE.

AVENGERS MOUNTAIN.
UM...I DON'T THINK THE CRIB IS GONNA DO YOU GUYS MUCH GOOD ANYMORE.
NOT WHEN YOUR BABY CAN FLY.
SHE'S THE STARBRAND. I IMAGINE SHE CAN DO A GOOD BIT MORE THAN FLY.
YOU DON'T SUPPOSE SHE KNOWS...WHAT HAPPENED TO THE LAST STARBRAND, DOES SHE?
THAT I MAYBE KINDA SORTA...KILLED HIM?
THE STARBRAND HAS BEEN REBORN MANY TIMES, GOING BACK CENTURIES. AS HAVE WE THREE, MY FRIENDS.
OUR FATES ARE ALL INTERTWINED IN WAYS STILL YET TO BE REVEALED.
THIS IS THE CAVEMAN AVENGERS THING AGAIN, YEAH?
YOU KNOW I'VE READ EVERY CHAPTER OF THE BOOK OF THE IRON FIST. THERE'S NOTHING IN THERE ABOUT ANY STONE AGE DEFENDER OF K'UN-LUN.
BUT I'LL TELL YA...THERE'S SURE AN AWFUL LOT ABOUT THAT BIG, FIERY SPACE BIRD THAT JUST CAME BACK TO EARTH.

"ABOUT THE PHOENIX. AND MOST ALL OF IT'S BAD."
I'M NOT EXACTLY AN EXPERT ON BIRDS...
BUT I HAVE STABBED A WHOLE LOTTA PEOPLE WHO TURN INTO BATS. AND IT SURE LOOKS TO ME LIKE THAT THING IS NESTING.
BIG FIREBIRD FROM SPACE MAKING A NEST ON EARTH. THAT DEFINITELY CAN'T BE GOOD, RIGHT?
DAMN, I HATE SPACE.
'TIS THE PHOENIX. WHERE IT FLIES, WORLDS BURN.
WELL THEN, THOR, I'M GUESSING YOU KNOW WHAT MY NEXT QUESTION IS GONNA BE...
WHY HAVEN'T WE KILLED IT YET?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YEAH, I WAS AFRAID YOU WERE GONNA SAY THAT.
PANTHER'S GOT THE HULK MEETING WITH WORLD LEADERS WHO WANNA BOMB THE HELL OUT OF THIS ISLAND, TRYING TO TALK 'EM OUT OF IT.
I SUPPOSE THAT'S NOT TO PROTECT THE SPACE BIRD.
IT'S TO KEEP FROM MAKING IT ANGRY.
BUT IF I'VE LEARNED ANYTHING IN ALL MY YEARS OF CUTTING THE HEADS OFF THINGS THAT DON'T LIKE TO STAY DEAD, IT'S THAT EVERYTHING BLEEDS.
YOU JUST GOTTA KNOW WHERE TO CUT.
YOU KNOW SOMETHING, VIKING JESUS. SOMETHING YOU AIN'T SAYING. I CAN SMELL IT.
YOU GOT SOME KINDA CONNECTION TO THIS PHOENIX FORCE?
THE PHOENIX IS HERE BECAUSE IT WANTS SOMETHING. AN AVATAR. A NEW VESSEL FOR ITS UNBRIDLED LUST FOR COSMIC DESTRUCTION.
WHAT I KNOW, FROM VAST EXPERIENCE, BOTH IN COMBAT AND... OTHER ACTIVITIES... IS THAT THE PHOENIX CANNOT BE TRUSTED.
AND WE MUST NEVER GIVE THE CREATURE WHAT IT DESIRES. SO IF IT COMES TO IT, DAYWALKER, AYE...
...ALL-FATHER THOR KNOWS HOW TO MAKE THE PHOENIX BLEED. EVEN IF IT KILLS ME.
AND CHANCES ARE... IT WOULD.

FOUR BILLION YEARS AGO.
LIKE MANY STORIES, THIS ONE BEGINS BEFORE THE BEGINNING.
WITH A PLANET AT A CROSSROADS. WITH A DISEASED CELESTIAL THAT FELL FROM THE SKY.
INFECTING THE NEWLY FORMED EARTH.
PERVERTING ITS NATURAL EVOLUTION.
MAKING IT THE CESSPOOL OF MUTATION AND RADIOACTIVE GROTESQUERIES WE KNOW TODAY.
BY THE CHIMES OF HELL, WHAT A BEAUTIFUL MOMENT IT WAS TO BEHOLD. AND BEHOLD IT, MEPHISTO DID.
AS A FLY LAYING THE FIRST OF A BILLION MAGGOTS.

THIS WAS ALWAYS MEANT TO BE MEPHISTO'S WORLD. TO HAVE AND TO HOLD. BUT THERE GREW A PROBLEM.
EARTH. I KNOW OF THIS PLACE. A MINOR MUDBALL. WHAT COULD POSSIBLY INTEREST ME THERE?
WHAT YOU MOST DESIRE.
IF THERE'S ONE THING THE EARTH WILL BE GOOD AT...IT'S DEATH.
EVEN FROM ITS EARLIEST DAYS, EARTH'S INFECTION GAVE RISE TO FORCES THAT SOUGHT TO PROTECT IT, TO SHIELD IT FROM INFERNAL INFLUENCE.
THEY MOCK YOU. THESE FALSE GODS.
IF YOU WANT TO FORGE THIS WORLD IN YOUR OWN MAGNIFICENT IMAGE, THEY MUST BE THE FIRST TO FALL.
YES.
AND DESPITE MY EFFORTS OVER THE EONS TO SUBTLY SHIFT VARIOUS OBSTACLES BETWEEN ME AND THOSE MEDDLING FORCES, THEIR POWER ONLY GREW.
YOU CAN NEVER TRUST THEM. THEY WILL NEVER LEAVE YOU ALONE.
RRRRGGGH!!!
IT GROWS STILL. AND I FEAR THEIR INTERFERENCE WILL CONTINUE FOR FAR TOO MANY YEARS TO COME.
REMEMBER WHO YOU ARE. REMEMBER YOUR TRUE FACE.
YES!

EARTH.
A MILLION YEARS AGO.
THE EARTH GREW AVENGERS.
AND MEPHISTO HAS ALWAYS BEEN THEIR GREATEST ENEMY.
BEHOLD, PRIMITIVES OF EARTH! YOUR NEW OVERLORD HAS COME!
AND YOU MAY CALL HIM THANOS!
WHETHER THEY KNEW IT OR NOT.

EARTH.
CENTURIES AGO.
SOWING CHAOS FROM THE SHADOWS.
FANNING THE FLAMES OF PERPETUAL WAR, EON AFTER EON.
BOW, YOU WEAKLINGS, BEFORE YOUR TRUE SUPERIOR!
BOW BEFORE APOCALYPSE!

EARTH.
A FEW YEARS AGO.
ONE MONSTER AT A TIME.
RRRRGGH!
HULK SMASH AVENGERS!

EARTH'S ORBIT.
EONS FROM NOW.
AND THIS WAR HAS MANY BATTLES YET TO COME.
AS FAR AS THE AVENGERS KNOW, THEY ALWAYS WIN MORE THAN THEY LOSE.
AND WHILE MEPHISTO MAY RISE FOR A TIME, EVENTUALLY HE GOES BACK TO HIS HELL.
YOU ARE BUT DUST MITES BEFORE DOOM THE LIVING PLANET!

BUT THAT'S THE THING ABOUT HELL.
NOW.
MR. WINTHROP?
HELL IS PATIENT.
GREAT-GREAT-GRANDSON OF AMBROSE RANDOLPH WINTHROP?
YES, AND WHO THE DEVIL ARE YOU?
HOWARD STARK.
HOWARD STARK IS DEAD.
HELL'S FIRES KNOW HOW TO BURN SLOWLY.
YES, WE ALL HAVE OUR DEBTS, DON'T WE? WHICH IS WHY I'M HERE.
OH GOD.
OLIVER, WHO IS IT?
EVERYONE, GET BACK INSIDE!
AND SOMETIMES YOU MAY NOT EVEN REALIZE THAT YOUR HOUSE IS BURNING...

UNTIL THERE'S NOTHING LEFT BUT ASH.
AAAARRRGGH!!!
CONGRATULATIONS, WINTHROPS...
YOU MAY CONSIDER YOUR DEBT OFFICIALLY PAID IN FULL.
WELL? WERE THEY ENOUGH TO POWER THE RESURRECTION SPELL? OR SHOULD I GO TO THE NEXT NAME IN YOUR LEDGER?
HRGH.
THIS WILL DO.
FOR NOW.
COME, STARK. WE HAVE MUCH WORK TO DO.
YES, MY LORD.
HAIL MEPHISTO.
TO BE CONTINUED...

EARTH'S MIGHTIEST HEROES

THE AVENGERS #39

In the harsh, primordial world of One Million B.C., early humans who are different are left in the Burnt Place to die. But one young girl whose only crime was being born with red hair finds something else entirely in the place of bones and ash. Something that will change human history forever...

AVENGERS ASSEMBLE! EMAIL US AT MHEROES@MARVEL.COM AND MARK YOUR MESSAGES "OKAY TO PRINT" FOR A CHANCE TO SEE THEM ANSWERED IN FUTURE ISSUES!

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